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SECURITIES AND EXCHANGE COMMISSION
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 19b-4(e)

DIVISION OF MARKET REGULATION
JAN 03 2006

Information Required of a Self-Regulatory Organization Listing and Trading New Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:
American Stock Exchange LLC.
2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
Corporation
3. Class of New Derivative Securities Product: Index-Linked Note
- Name of Underlying Instrument: CBOE S&P 500 Buy Write Index
5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow Based: Broad-Based.
6. Ticker Symbol(s) of New Derivative Product: BWN
7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
The New York Stock Exchange, American Stock Exchange, or NASDAQ.
8. Settlement Methodology of New Derivative Securities Product:
Cash settlement on regular-way trades on the American Stock Exchange and settled through the National Securities Clearing corporation ("NSCC") on T+3.
9. Position Limits of New Derivative Securities Product (if applicable): Not Applicable.

Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form: Dennis Meekins

Title: Vice President

Telephone Number: (212) 306-1302

Manual Signature of Official Responsible for Form:

Date: December 27, 2005

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	JANUARY 3, 2006



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

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December 27, 2005

**BY FACSIMILE AND OVERNIGHT COURIER
202/ 772-9273**

Securities and Exchange Commission
Division of Market Regulations
100 F. Street NE – Room 6628
Washington DC 20549
Attn: Gail Jackson – Paralegal Specialist

Re: Amended Form 19b-4(e)

Dear Ms. Jackson:

The American Stock Exchange LLC hereby files Form 19b-4(e) with respect to the Morgan Stanley & Co. 8% Targeted Income Strategic Total Return Securities linked to the CBOE S&P 500 Buy Write Index listed pursuant to the Amex Company Guide Section 107.

Sincerely,

Attachment

American Stock Exchange
86 Trinity Place
New York, NY 10006-1872

SECURITIES AND EXCHANGE COMMISSION
RECEIVED

JAN 03 2006

DIVISION OF MARKET REGULATION

Securities Exchange Act of 1934	
Section	19b-4
Rule	19b-4(e)
Public	
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